

# **Bylaws of the Brookings County Citizen Corp Association**

Article I – Name	Page 2
Article II – Address	Page 2
Article III – Organization	Page 2
Article IV – Period of Existence	Page 3
Article V – Purpose of Existence	Page 3
Article VI – Board of Directors	Page 3
Article VII – Member Conduct	Page 4
Article VIII – Membership	Page 4
Article IX – Dues and Fees	Page 4
Article X – Committees	Page 5
Article XI – Compensation	Page 5
Article XII – Meetings	Page 5
Article XIII – Voting	Page 6
Article XIV– Amending the Bylaws	Page 7
Article XV– Dissolution	Page 7
Approval / Signature	Page 7

**All information is subject to change. Please provide any suggestions your have.**

## **Article I – Name \*\***

The name of the corporation shall be the Brookings County Citizen Corp Association.

## **Article II – Address \*\***

Principal Office:  
Citizen Corp Association  
Brookings County Emergency Management  
307 3<sup>rd</sup> Avenue  
Brookings, SD 57006

Such office may be changed at any time by the Board of Directors without Amendment to these Bylaws.

## **Article III – Organization**

Brookings County Citizen Corp Association will not be conducted for profit and no part of any net earnings or remainder of dues or donations shall go for the benefit of any member, director, officer or other private person. The Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purpose of Existence of the Association as set forth in Article IV.

No part of the activities of the Association shall include carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Association is organized exclusively for charitable purposes that are beneficial to the public interest in the relief of the distressed due to natural and civil disasters as described under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Association's fiscal and official year shall begin on the first day of January and end on the last day of December of each calendar year.

## **Article IV – Purpose of Existence**

To provide the citizens of Brookings County with:

- Education to be better prepared to take care of themselves, their family, friends and neighbors in the event of an emergency until trained emergency responders can arrive.
- Disaster relief and emergency assistance in response to natural and civil disasters and other unforeseen emergencies.

## **Article V- Period of Existence**

The period of existence is perpetual.

## **Article VI – Board of Directors**

A Board of Directors shall manage the affairs of the Association. The total number of Directors on the Board shall be a minimum of three (3) and a maximum of nine (9).

Directors shall serve a two-year term, except that at the first annual meeting where one-third (1/3) of the Directors will be elected to a three-year term. In the event of a vacancy in the Board of Directors, the remaining Directors shall appoint a replacement to serve out the un-expired term.

All actions or approval by the Board of Directors shall be by majority vote of all Directors present at the meeting. There must be a quorum of at least two-thirds (2/3) of the Directors present in order for the Board of Directors to hold a meeting. Any Director of the Board that has two (2) unexcused absences in a six (6) month period shall be given a letter of intent. If no response the Director can be replaced by the Board.

The Directors of this Association shall include a Chairperson, Vice-Chairperson, Secretary and Treasurer, and such other Directors as the Board may create by resolution.

The Chairperson and Vice-Chairperson positions shall be held by separate individuals. All other Director positions may be combined by resolution.

The initial Trustee of the Association shall be the Chairperson and is as follows:

John Doe, Chairperson  
123 No Street  
Brookings SD 57006

## **Article VII – Member Conduct**

The Board of Directors shall establish rules and regulations. Violations of these rules and regulations shall result in corrective action to be determined by the Board of Directors.

## **Article VIII – Membership**

- General information

Interested persons shall be admitted to membership on making application, approval of the application by the Board of Directors, and upon payment of the first annual dues, as specified in the following section of the Bylaws.

Members agree to be guided by the Articles of these By-laws, approved Rules of Order, and procedures set forth by the Brookings County Citizen Corp organization.

- Voting Members

Members of this Class must be graduates of a FEMA certified, and Brookings County recognized, CERT training program. Additionally, members must maintain an active status with a Brookings County Citizen Corp program.

- Associate Members

Members of this Class must be affiliated with a recognized Brookings County emergency or disaster services provider or public official.

- Supporting Members

Members of this Class are persons or groups dedicated to assisting Brookings County Citizen Corp achieve its mission and goals.

## **Article IX – Dues and Fees**

The Treasurer of the Board shall annually recommend the annual dues of membership and schedule for dues. Members will vote on the approval of the recommendation no later than the last regular members meeting of the year. Annual dues shall be payable on or before the 15<sup>th</sup> day of February. Membership dues are not refundable in full or in part for any reason.

## **Article X – Committees**

The Board of Directors shall create committees, projects and committee / project leaders, for special purposes. A Director shall participate on committees and projects.

The Board shall approve the membership of the committee, remove committee members, and monitor the progress of the committee. The Director shall report back to the Board.

## **Article XI – Compensation**

No Director or member shall receive a salary, or compensation for their position.

## **Article XII – Meetings**

- **Membership Meetings:**

General meetings of the Association will be held at least annually, or as directed by the Board of Directors, with a two-week notice given. Members are notified of meetings through the Citizen Corp newsletter, email and phone tree.

Their purpose is to inform the membership, and gain feedback on agenda issues.

Meeting agenda items shall include, but are not limited to: Call to Order, Approval of Minutes, Old Business (Treasurer's report, Committee Reports), New Business, Announcements, Open forum and Adjournment.

- **Board Meetings:**

Board of Directors' meetings will be held at least annually, or as directed by the Board of Directors, with a two-week notice given.

Meeting agenda items shall include, but are not limited to: Call to Order, Approval of Minutes, Old Business (Treasurers' report, Committee report), New Business, Announcements, Open forum and Adjournment.

## **Article XIII – Voting**

- Eligibility to vote

Each voting member shall be entitled to one vote.

- Board of Directors

The general membership votes for the Board of Directors on an annual basis scheduled during the last regular members meeting of the fiscal year.

Nominations for Board of Directors are taken from the floor, with no second required, during a regular member meeting prior to the voting meeting. A synopsis of the candidates' qualifications must accompany the nomination. Proxy nominations are allowed, if qualified.

To be eligible to be a Board Member, at the time of nomination, one must be a voting member of active status.

The Secretary of the Board compiles the candidate's synopses and voting ballot and are mailed (or e-mailed) to each voting member, two weeks prior to the election.

Ballots will be accepted during pre-determined times of the meeting. The voting for these positions shall be by the majority of membership present at the meeting.

- Quorum for member meetings

A quorum for any business consists of 10 percent (10%) of the Association's voting members. Those not attending the meeting shall not have voting privileges.

- Removal of Directors

A vote of approval of fifty percent (50%) of the total membership plus one (1) is required to remove a Director.

- Voting on Amendments

A two-thirds (2/3) vote of approval of voting members present is required for Amendments to the Bylaws.

- Proxy and Absenteeism Voting

Voting by proxy or absenteeism is prohibited.

#### **Article XIV – Amendments to the By-laws**

Recommendations for Amendments to the By-laws may be made by the Board of Directors or voting members at a Members Meeting. The proposed Amendment to the By-laws is presented to the Board with a motion to adopt and forwarded to voting members within fourteen (14) days of the next Members Meeting.

A two-thirds (2/3) vote of the present voting members is required to pass the Amendment.

#### **Article XV – Dissolution**

The Association may be dissolved at any time by the written consent of not less than two-thirds (2/3) of voting members. In the event of dissolution of the Association, any remaining assets shall be distributed to Brookings County Emergency Management, and the funds shall be used by the Director exclusively for non-profit purposes.

*Article of Association of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Association under the Non-Profit Association laws of the State of South Dakota, do hereby certify:*

Adopted:                      Date  
                                    Members Meeting of the  
                                    Brookings County Citizen Corp Association

Certified:                    xxxxxxxxxx, Secretary